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*Proposed Co-Counsel to the Debtors and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	
	)	Chapter 11
	)	
THE GYMBOREE CORPORATION, <i>et al.</i> , <sup>1</sup>	)	Case No. 17-32986 (KLP)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF DISCLOSURE STATEMENT HEARING**

**PLEASE TAKE NOTICE THAT** on **June 16, 2017**, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed (i) the *Joint Chapter 11 Plan of Reorganization of the Gymboree Corporation and its Debtor Affiliates* [Docket No. 140] (as may be modified, amended, or supplemented from time to time, the “Plan”) and (ii) the *Disclosure Statement for the Joint Chapter 11 Plan of Reorganization of the Gymboree Corporation and its*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

*Debtor Affiliates* [Docket No. 141] (as modified, amended, or supplemented from time to time, the “Disclosure Statement”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE THAT** on **June 16, 2017**, the Debtors filed the *Debtors’ Motion for Entry of an Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors’ Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Approving the Rights Offerings Procedures, (V) Scheduling Certain Dates with Respect Thereto, and (VI) Granting Related Relief* [Docket No. 144] (the “Motion”) (a) scheduling dates and deadlines in connection with the approval of the Disclosure Statement and the confirmation of the Plan and (b) establishing certain protocols in connection with those proceedings in connection with the approval of the Disclosure Statement and the confirmation of the Plan, as applicable.

**PLEASE TAKE FURTHER NOTICE THAT** a hearing on the Disclosure Statement and the Motion (the “Disclosure Statement Hearing”) will commence before the Honorable Keith L. Phillips, United States Bankruptcy Judge, on **July 24, 2017**, at **11:00 a.m., prevailing Eastern Time**, in the United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Courtroom 5100, Richmond, Virginia 23219 (the “Court”), to consider the entry of an order: (a) approving the Disclosure Statement; (b) approving solicitation packages and procedures for the distribution thereof; (c) approving the forms of ballots and manner of notice; (d) approving the voting record date, solicitation deadline, and voting deadline; (e) approving procedures for the implementation of the rights offering contemplated under the Plan and certain materials related thereto; (f) establishing notice and objection procedures for confirmation of the plan; and (g) granting other related relief. Please be advised that the Disclosure Statement Hearing may be continued from time to time by the Court or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on the list of parties entitled to notice.

**PLEASE TAKE FURTHER NOTICE THAT** if you would like to obtain a copy of the Disclosure Statement, the Plan, the Motion or related documents, please contact the Debtors’ Solicitation Agent, Prime Clerk, LLC, (a) by calling (844) 822-9233 or, for international callers, (646) 486-7945, (b) by email at [gymboreeballots@primeclerk.com](mailto:gymboreeballots@primeclerk.com), or (c) by visiting the Debtors’ restructuring website at <https://cases.primeclerk.com/gymboree>. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.vaeb.uscourts.gov>.

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

**PLEASE TAKE FURTHER NOTICE THAT** the deadline for filing objections to the Disclosure Statement is **July 17, 2017**, at **5:00 p.m.**, **prevailing Eastern Time**. Any objections to the relief sought at the Disclosure Statement Hearing **must**: (a) be made in writing; (b) conform to the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of the Court; (c) state with particularity the legal and factual basis for the objection and, if practicable, a proposed modification to the Disclosure Statement (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **July 17, 2017**, at **5:00 p.m.**, **prevailing Eastern Time** by:

- (i) Office of the United States Trustee for the Eastern District of Virginia, 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Robert B. Van Arsdale, Esq., and 101 West Lombard Street, Suite 2625, Baltimore, Maryland 21201, Attn: Hugh M. Bernstein;
- (ii) The Gymboree Corporation, 71 Stevenson Street, Suite 2200, San Francisco, California 94105, Attn: Kimberly H. MacMillan;
- (iii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Anup Sathy, P.C. and Steven N. Serajeddini and Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C. and Matthew C. Fagen;
- (iv) proposed co-counsel to the Debtors, Kutak Rock LLP, 901 East Byrd Street, Suite 1000, Richmond, Virginia 23219, Attn: Michael A. Condyles, Peter J. Barrett and Jeremy S. Williams;
- (v) counsel for any official committee appointed pursuant to section 1102 of the Bankruptcy Code;<sup>3</sup>
- (vi) counsel to the DIP Term Loan Agent, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Street, New York, New York 10005-1413, Attn: Dennis F. Dunne and Evan R. Fleck, and McGuireWoods LLP, 800 E. Canal Street, Richmond, Virginia 23219, Attn: Dion W. Hayes and Sarah B. Boehm;
- (vii) counsel to the DIP ABL Administrative Agent, Morgan, Lewis & Bockius LLP, One Federal St., Boston, Massachusetts 02110, Attn: Julia Frost-Davies and Amelia C. Joiner and Hunton & Williams LLP, Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219, Attn: Tyler P. Brown;

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<sup>3</sup> Before the appointment of an official committee of unsecured creditors and its counsel, service shall be made upon the holders of the Debtors' fifty largest unsecured claims pursuant to Bankruptcy Rule 1007(d).

- (viii) counsel to the DIP ABL Term Agent, Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110, Attn: Kevin J. Simard and Jennifer C. Fenn and Whiteford Taylor Preston, LLP, 3190 Fairview Park Drive, Suite 800, Falls Church, Virginia 22042-4510, Attn: Christopher A. Jones;
- (ix) indenture trustee for the Debtors' senior unsecured notes, Deutsche Bank Trust Company Americas, Trust and Securities Services, 100 Plaza One, 6th Floor, MS: JCY03-0699, Jersey City, New Jersey 07311, Attn: Rodney Gaughan;
- (x) counsel to Bain Capital Private Equity LP, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Matt Barr and Robert Lemons;
- (xi) counsel to the ad hoc group of senior unsecured noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, Bank of America Tower, New York, New York 10036-6745, Attn: Daniel H. Golden and Jason P. Rubin, and Robert S. Strauss Building, 1333 New Hampshire Avenue, N.W., Washington, DC 20036-1564, Attn: James Savin; and
- (xii) all entities that have filed a request for service of filings pursuant to Bankruptcy Rule 2002.

**PLEASE TAKE FURTHER NOTICE THAT** under Local Bankruptcy Rule 9013-1, unless a written response to the Disclosure Statement and/or the Motion are filed with the Clerk of Court and served as provided herein prior to the deadline established for objecting to the Disclosure Statement and/or the Motion, the Court may deem any opposition waived, treat the Disclosure Statement and/or the Motion as conceded, and issue an order granting the requested relief without further notice or hearing.

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Dated: June 16, 2017  
Richmond, Virginia

*/s/ Michael A. Condyles*

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